

EXHIBIT B

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Michael B. Hissam
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November 11, 2014

Fee Agreement

Via Hand Delivery

Mr. Scott E. Ellis

Re: *United States v. Scott E. Ellis* (S.D. W. Va. Case No. 2:14-cr-111)

Dear Mr. Ellis:

4. **Conflicts and Potential Conflicts.** We know of no actual conflicts or potential conflicts. I have informed you and you are aware of my representation of Ronald

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Barnette in the Arch Coal investigation. You have indicated to me that you do not have any evidence or information that would be relevant to the prosecution or defense of Mr. Barnette, and Mr. Barnette has advised me of the same with respect to you. Accordingly, I do not believe that your interests and Mr. Barnette's interests are or will be in conflict; however, I cannot represent you unless you agree in writing to waive any potential conflict in regard to Mr. Barnette. Your signature below will constitute a written waiver of any potential conflict. If you have any concerns about this waiver, you may want to consult with another lawyer to determine if this waiver is appropriate. If, in the future, any conflicts arise, we will promptly inform you and address them immediately. If, in our judgment, any irreconcilable conflicts arise, we reserve the right to withdraw from the matter.

Sincerely,



Michael B. Hissam

MBH/sdh

Agreed to and Accepted by:



Scott E. Ellis



Date